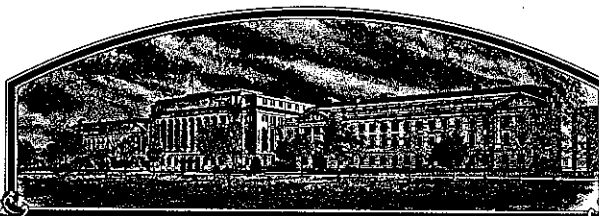


No.

8200037



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

Nickerson American Plant Breeders, Inc.

Whereas, THERE HAS BEEN PRESENTED TO THE
Secretary of Agriculture

AN APPLICATION REQUESTING A CERTIFICATE OF PROTECTION FOR AN ALLEGED NOVEL VARIETY OF SEXUALLY REPRODUCED PLANT, THE NAME AND DESCRIPTION OF WHICH ARE CONTAINED IN THE APPLICATION AND EXHIBITS, A COPY OF WHICH IS HEREUNTO ANNEXED AND MADE A PART HEREOF, AND THE VARIOUS REQUIREMENTS OF LAW IN SUCH CASES MADE AND PROVIDED HAVE BEEN COMPLIED WITH, AND THE TITLE THERETO IS, FROM THE RECORDS OF THE PLANT VARIETY PROTECTION OFFICE, IN THE APPLICANT(S) INDICATED IN THE SAID COPY, AND WHEREAS, UPON DUE EXAMINATION MADE, THE SAID APPLICANT(S) IS (ARE) ADJUDGED TO BE ENTITLED TO A CERTIFICATE OF PLANT VARIETY PROTECTION UNDER THE LAW.

NOW, THEREFORE, THIS CERTIFICATE OF PLANT VARIETY PROTECTION IS TO GRANT UNTO THE SAID APPLICANT(S) AND THE SUCCESSORS, HEIRS OR ASSIGNS OF THE SAID APPLICANT(S) FOR THE TERM OF *eighteen* YEARS FROM THE DATE OF THIS GRANT, SUBJECT TO THE PAYMENT OF THE REQUIRED FEES AND PERIODIC REPLENISHMENT OF VIABLE BASIC SEED OF THE VARIETY IN A PUBLIC REPOSITORY AS PROVIDED BY LAW, THE RIGHT TO EXCLUDE OTHERS FROM SELLING THE VARIETY, OR OFFERING IT FOR SALE, OR REPRODUCING IT, IMPORTING IT, OR EXPORTING IT, OR USING IT IN PRODUCING A HYBRID OR DIFFERENT VARIETY THEREFROM, TO THE EXTENT PROVIDED BY THE PLANT VARIETY PROTECTION ACT T. 1542, AS AMENDED, 7 U.S.C. 2321 ET SEQ.)

ALFALFA

'Thunder'



In Testimony Whereof, I have hereunto set my hand and caused the seal of the Plant Variety Protection Office to be affixed at the City of Washington, D.C. this 28th day of February in the year of our Lord one thousand nine hundred and eighty-six.

Attest

Kenneth B. Evans
Commissioner
Plant Variety Protection Office
Agricultural Marketing Service

FW Mayhew
Acting Secretary of Agriculture

APPLICATION FOR PLANT VARIETY PROTECTION CERTIFICATE

(Instructions on reverse)

No certificate for plant variety protection may be issued unless a completed application form has been received (5 U.S.C. 553).

1. NAME OF APPLICANT(S) North American Plant Breeders		2. TEMPORARY DESIGNATION NAPB 90		3. VARIETY NAME Thunder	
4. ADDRESS (Street and No. or R.F.D. No., City, State, and Zip Code) 5201 Johnson Drive, P. O. Box 2955, Mission, Kansas 66201		5. PHONE (Include area code) (913) 384-4940		FOR OFFICIAL USE ONLY PVPO NUMBER 8200037	
6. GENUS AND SPECIES NAME Medicago sativa		7. FAMILY NAME (Botanical) Leguminacea LEGUMINOSAE		FILING DATE 12/11/81 TIME 12:00 <input type="checkbox"/> A.M. <input checked="" type="checkbox"/> P.M.	
8. KIND NAME Alfalfa		9. DATE OF DETERMINATION January 1978		FEES RECEIVED AMOUNT FOR FILING \$ 500.00 DATE 12/11/81 AMOUNT FOR CERTIFICATE \$ DATE	
10. IF THE APPLICANT NAMED IS NOT A "PERSON," GIVE FORM OF ORGANIZATION (Corporation, partnership, association, etc.) Corporation				12. DATE OF INCORPORATION 3-9-73	
11. IF INCORPORATED, GIVE STATE OF INCORPORATION Connecticut					

13. NAME AND ADDRESS OF APPLICANT REPRESENTATIVE(S), IF ANY, TO SERVE IN THIS APPLICATION AND RECEIVE ALL PAPERS
Mr. Giles Dixon, North American Plant Breeders, P. O. Box 2955, Mission, KS 66201

Dr. Jim B. Moutray, North American Plant Breeders, R. R. #3, Ames, IA 50010

14. CHECK APPROPRIATE BOX FOR EACH ATTACHMENT SUBMITTED

- a. ☒ Exhibit A, Origin and Breeding History of the Variety (See Section 52 of the Plant Variety Protection Act.)
- b. ☒ Exhibit B, Novelty Statement
- c. ☒ Exhibit C, Objective Description of the Variety (Request form from Plant Variety Protection Office.)
- d. ☐ Exhibit D, Additional Description of the Variety

15. DOES THE APPLICANT(S) SPECIFY THAT SEED OF THIS VARIETY BE SOLD BY VARIETY NAME ONLY AS A CLASS OF CERTIFIED SEED? (See Section 83(a) of the Plant Variety Protection Act.) ☐ Yes (If "Yes," answer items 16 and 17 below) ☒ No

16. DOES THE APPLICANT(S) SPECIFY THAT THIS VARIETY BE LIMITED AS TO NUMBER OF GENERATIONS? ☒ Yes ☐ No

17. IF "YES" TO ITEM 16, WHICH CLASSES OF PRODUCTION BEYOND BREEDER SEED? ☒ Foundation ☐ Registered ☒ Certified


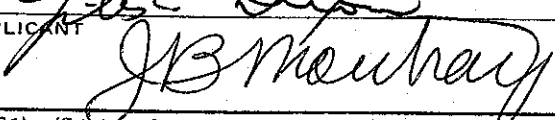
18. DID THE APPLICANT(S) FILE FOR PROTECTION OF THE VARIETY IN THE U.S. OR OTHER COUNTRIES? ☐ Yes (If "Yes," give names of countries and dates) ☒ No

19. HAVE RIGHTS BEEN GRANTED IN THE U.S. OR OTHER COUNTRIES? ☐ Yes (If "Yes," give names of countries and dates) ☒ No

20. The applicant(s) declare(s) that a viable sample of basic seeds of this variety will be furnished with the application and will be replenished upon request in accordance with such regulations as may be applicable.

The undersigned applicant(s) is (are) the owner(s) of this sexually reproduced novel plant variety, and believe(s) that the variety is distinct, uniform, and stable as required in Section 41, and is entitled to protection under the provisions of Section 42 of the Plant Variety Protection Act.

Applicant(s) is (are) informed that false representation herein can jeopardize protection and result in penalties.

SIGNATURE OF APPLICANT 	DATE 12-7-81
SIGNATURE OF APPLICANT 	DATE 11/17/81

8200037

Exhibit A

Origin and Breeding History of the Variety

'Thunder'

'Thunder' is a synthetic variety comprised of 89 clones selected from a two-year-old space planted nursery near Ames, Iowa. Selections were made from populations previously screened for resistance to Phytophthora root rot, anthracnose and bacterial and Fusarium wilt. The primary selection criteria in the nursery were winterhardiness, fall dormancy, vigor, tolerance to potatoe leafhopper and freedom from numerous leaf spots. Selections trace to 'Apollo' (43%), 'Anchor' (12%), 'Atlas' (12%), 'Maverick' (8%), 'Victoria' (6%), with 19% of the parentage from numerous other populations undergoing improvement since 1971.

Breeder seed was produced on cuttings of the 89 parent clones under field isolation near Nampa, Idaho.

During seed multiplication, no variants beyond the limits defined under Exhibit C have been found, and multiplication procedures will ensure that seed being sold as 'Thunder' will not be shifted in characteristics beyond presently acceptable limits for alfalfa varieties.

It is also confirmed that 'Thunder' meets presently acceptable levels of uniformity for alfalfa varieties.

8200037

Exhibit B

Novelty Statement

'Thunder'

'Thunder' most closely resembles the variety 'Armor'. 'Thunder' differs from 'Armor' in fall dormancy ('Thunder' being significantly more fall dormant).

OBJECTIVE DESCRIPTION OF VARIETY

Alfalfa (*Medicago sativa* L. complex)

NAME OF APPLICANT(S) North American Plant Breeders	VARIETY NAME OR TEMPORARY DESIGNATION Thunder
ADDRESS (Street and No., or R.F.D. No., City, State, and Zip Code) North American Plant Breeders, 5201 Johnson Drive, P. O. Box 2955, Mission, Kansas 66201	FOR OFFICIAL USE ONLY PVPO NUMBER 8200037

Place the appropriate number that describes the varietal character of this variety in the boxes below.

Place a zero in first box (e.g. or) when number is either 99 or less or 9 or less.

NOTE: For single plant data a minimum of 100 plants is suggested

1. PRIMARY AREA OF ADAPTATION		INDICATE AREA WHERE TEST WAS CONDUCTED. FURTHER EXPLANATION CAN GO IN COMMENTS AT THE END OF THE FORM.
<input type="text" value="2"/> 1 - NORTHWEST 4 - SOUTHEAST 7 - INTERMOUNTAIN	2 - NORTHCENTRAL 5 - SOUTHWEST	3 - NORTHEAST 6 - SOUTHERN PLAINS
		<input type="text" value="1,2"/> AREA TESTED
2. WINTER HARDINESS		
<input type="text" value="7"/> 1 - NON-HARDY (Mesa Sirsa) 5 - MODERATELY HARDY (Saranac) 9 - EXTREMELY HARDY (Norseman)	3 - INTERMEDIATE NON-HARDY 7 - HARDY (Vernal)	<input type="text" value="2"/> AREA TESTED
<input type="text" value="2"/> SOURCE OF INFORMATION: 1 - ANTICIPATED 2 - MEASURED		
3. FALL GROWTH HABIT		
<input type="text" value="6"/> 1 - ERECT (Mesa Sirsa) 5 - INTERMEDIATE (Saranac) 9 - DECUMBENT (Norsement)	3 - SEMIERECT (DuPuits) 7 - SEMIDECUMBENT (Vernal)	<input type="text" value="2"/> AREA TESTED
4. RECOVERY AFTER FIRST SPRING CUTTING		
<input type="text" value="4"/> 1 - VERY FAST (Mesa Sirsa) 7 - SLOW (Vernal)	3 - FAST (Saranac) 9 - VERY SLOW (Norseman)	5 - INTERMEDIATE
		<input type="text" value="2"/> AREA TESTED
5. FLOWERING DATE (FIRST SPRING GROWTH)		
<input type="text" value=""/> DAYS EARLIER THAN	<input type="text" value=""/> DAYS LATER THAN	1 - MESA SIRSA 3 - SARANAC 5 - NORSEMAN
		2 - LAHONTAN 4 - VERNAL
		<input type="text" value=""/> AREA TESTED
6. CROWN TYPE		
<input type="text" value="5"/> 1 - SPREADING ROOTS 5 - BROAD (Vernal) 9 - NARROW (Mesa Sirsa)	3 - SPREADING RHIZOMES (Teton) 7 - INTERMEDIATE (Saranac)	<input type="text" value="2"/> AREA TESTED
7. PLANT COLOR		
<input type="text" value="5"/> 3 - DARK GREEN (Weevichek) 7 - LIGHT GREEN (Ranger)	5 - GREEN (Vernal)	<input type="text" value="2"/> AREA TESTED
8. HAIRINESS		
<input type="text" value=""/> % PLANTS WITH PUBESCENT STEMS	<input type="text" value=""/> % PLANTS WITH PUBESCENT PODS	
9. POD SHAPE		
<input type="text" value=""/> % PLANTS WITH TIGHT COILS	<input type="text" value=""/> % PLANTS WITH LOOSE COILS	<input type="text" value=""/> % PLANTS WITH SICKLE PODS (Less than 1 coil)

8200037

4

VARIETY NAME	STEM LENGTH FREQUENCY DISTRIBUTION 2/											AVERAGE STEM LENGTH
	0 - 5 mm. %	6 - 10 mm. %	11 - 15 mm. %	16 - 20 mm. %	21 - 30 mm. %	31 - 40 mm. %	41 - 50 mm. %	51 - 60 mm. %	61 - 70 mm. %	71 - 80 mm. %	81 + mm. %	

11. FLOWER COLOR 3/ (DETERMINE COLOR ON FRESHLY OPENED FLOWERS)

% PURPLE
 % VARIEGATED
 % YELLOW
 % CREAM
 % WHITE

12. DISEASE, INSECT, AND NEMATODE RESISTANCE: (Enter resistance of submitted and check cultivars. Circle check cultivars used.)

DISEASE	CULTIVAR	% RESISTANT PLANTS	AVG. SEVERITY INDEX (ASI)	ASI LSD .05	TEST, YEAR & LOCATION 4/
BACTERIAL WILT	Thunder (SUBMITTED)	33.9	43		1981 University of Minnesota
	(RES. CK.) VERNAL	32.9	42		
	(SUS. CK.) NARRAGANSETT	1.5	61		
ANTHRACNOSE	Thunder (SUBMITTED)	19.4	19		1981, North American Plant Breeders, Ames, IA
	(RES. CK.) ARC	67.4	65		
	(SUS. CK.) SARANAC	0.7	01		
COMMON LEAF SPOT	(SUBMITTED)				
	(RES. CK.) RAMSEY				
	(SUS. CK.) RANGER				
DOWNY MILDEW	(SUBMITTED)				
	(RES. CK.) SARANAC				
	(SUS. CK.) KANZA				
PHYTOPHTHORA ROOT ROT	Thunder (SUBMITTED)	43.2	49		1981, University of Minnesota
	(RES. CK.) AGATE	38.0	43		
	(SUS. CK.) SARANAC	1.4	01		
Fusarium wilt OTHER	Thunder (SUBMITTED)	62.7	57		1981, University of Minnesota
	Moapa-69 (RES. CK.)	84.1	76		
	MnGN-1 (SUS. CK.)	108	71.8		

1/ Preferred standards: Saranac, Vernal, Norséman, Lahontan, Mesa Sirs of incandescent filament light and twelve hours darkness at 5°C.

2/ From cotyledonary node to tip of stem 20 days after planting.

3/ For further clarification consult USDA Agricultural Handbook No. 424.

4/ Give: The institution in charge of test, (2) year, and (3) location of test. Describe test procedure if it differs from procedure suggested in ARS-NC-19, September 1974.

12. DISEASE, INSECT, AND NEMATODE RESISTANCE: (Enter resistance of submitted and check cultivars. Circle check cultivars used.)

DISEASE	CULTIVAR	% RESISTANT PLANTS	AVG. SEVERITY INDEX (ASI)	ASI LSD .05	TEST, YEAR & LOCATION ^{4/}
Verticillium wilt *	Thunder (SUBMITTED)	8.9	F NOT STANDARD		1978, North American Plant Breeders Hermiston, Oregon
	Vertus (RES. CK.)	34.3			
	Cargo (SUS. CK.)	3.0			
OTHER	(SUBMITTED)				
	(RES. CK.)				
	(SUS. CK.)				
INSECT	CULTIVAR	% SEEDLING SURVIVAL	AVG. SEVERITY INDEX (ASI)	ASI LSD .05	TEST, YEAR & LOCATION ^{4/}
PEA APHID	(SUBMITTED)				
	(RES. CK.) KANZA				
	(SUS. CK.) RANGER				
SPOTTED ALFALFA APHID Biotype H	(SUBMITTED)	8.5	07 35 04		1983 Greenhouse North American Plant Breeders Ames, Iowa
	(RES. CK.) KANZA	43.5			
	(SUS. CK.) RANGER	4.0			
INSECT	CULTIVAR	% DEFOLIATION			TEST, YEAR & LOCATION ^{4/}
ALFALFA WEEVIL	(SUBMITTED)				
	(RES. CK.) ARK				
	(SUS. CK.) VERNAL				
INSECT	CULTIVAR	% RESISTANT PLANTS	EMERGED ADULTS PER PLANT	EMERGED LSD .05	TEST, YEAR & LOCATION ^{4/}
ALFALFA SEED CHALCID	(SUBMITTED)				
	(RES. CK.) LAHONTAN				
	(SUS. CK.) SONORA				
INSECT	CULTIVAR	% RESISTANT PLANTS	AVG. SEVERITY INDEX (ASI)	ASI LSD .05	TEST, YEAR & LOCATION ^{4/}
POTATO LEAF-HOPPER	Thunder (SUBMITTED)	20.18	NOT STD ✓		1980, North American Plant Breeders Ames, Iowa
	Weevilchek (RES. CK.)	37.04			
	Saranac (SUS. CK.)	9.36			
Blue Alfalfa Aphid **	Thunder (SUBMITTED)	0.0	← too low		1980, North American Plant Breeders Ames, Iowa
	Cuf 101 (RES. CK.)	35.2			
	PA-1 (SUS. CK.)	0.2			

^{4/} Give: The institution in charge of test, (2) year, and (3) location or test. Describe test procedure if it differs from procedure suggested in ARS-NC-19, September 1974.



* Root Soak technique with field transplanting in spring, plants lifted and scored in Sept. (same procedure as ARS-NC-19 description for bacterial wilt). Resistance = plants showing no definite leaf symptoms.

* Resistance defined as those plants which continue to elongate after 5 weeks of heavy infestation when inoculated at the cotyledon stage in the greenhouse.

Thunder

6

12. DISEASE, INSECT, AND NEMATODE RESISTANCE: (Enter resistance of submitted and check cultivars. Circle check cultivars used.)

INSECT	CULTIVAR	% RESISTANT PLANTS	AVG. SEVERITY INDEX (ASI)	ASI LSD .05	TEST, YEAR & LOCATION 4/
OTHER	(SUBMITTED)				<div style="text-align: center;">  </div>
	(RES. CK.)				
	(SUS. CK.)				
NEMATODE	CULTIVAR	% RESISTANT PLANTS	INDEX (ASI)	ASI LSD .05	TEST, YEAR & LOCATION 4/
STEM NEMATODE	(SUBMITTED)				<div style="text-align: center;">  </div>
	(RES. CK.) LAHONTAN				
	(SUS. CK.) RANGER				
NORTHERN ROOT KNOT NEMATODE	(SUBMITTED)				
	(RES. CK.) NEV. SYN. XX				
	(SUS. CK.) LAHONTAN				
SOUTHERN ROOT KNOT NEMATODE	(SUBMITTED)				
	(RES. CK.) MOAPA 69				
	(SUS. CK.) LAHONTAN				
OTHER	(SUBMITTED)				
	(RES. CK.)				
	(SUS. CK.)				

13. INDICATE A VARIETY THAT MOST CLOSELY RESEMBLES THE VARIETY SUBMITTED FOR THE FOLLOWING CHARACTERS:

CHARACTER	VARIETY	CHARACTER	VARIETY
AREA OF ADAPTATION	Vernal	PLANT HEIGHT	Apollo
RECOVERY AFTER CUTTING	Apollo	WINTER HARDINESS	Vernal

REFERENCES

Barnes, D.K., and C.H. Hanson, An Illustrated Summary of Genetic Traits in Tetraploid and Diploid Alfalfa, ARS Technical Bul. 1370.
 Barnes, D.K., et al, Standard Tests to Characterize Pest Resistance in Alfalfa Varieties. ARS-NC-19, September 1974.
 Nittler, L.W., G.W. McKee, and J.L. Newcomer, Principles and Methods of Testing Alfalfa Seed for Varietal Purity. New York Agricultural Experiment Station Bul. 807.
 USDA Agricultural Handbook No. 424.

COMMENTS

Exhibit C Addendum
CRB

1979 Fall Dormancy Trial
University of Minnesota (Fee)

Entry Designation

Cultivars	Lot No.	Percentage Plants/Disease Class									Severity Index
		1	2	3	4	5	6	7	8	9	
African	2437	0.0	6.9	19.9	44.9	17.9	3.4	7.1	0.0	0.0	4.12
DuPuits	3852	0.0	4.2	11.4	34.8	27.8	11.0	9.6	1.3	0.0	4.64
Saranac SCC72	3534	0.0	1.4	1.3	13.4	21.7	21.9	23.2	17.4	0.0	6.01
Ranger	AR132	0.0	0.0	0.0	7.4	18.3	26.1	22.7	25.6	0.0	6.41
Vernal VCC72	VCC72	0.0	0.0	0.0	1.6	6.3	12.5	33.3	40.4	6.1	7.23
Norseman	2405	0.0	0.0	0.0	0.0	0.0	0.0	7.2	53.2	39.6	8.33
LSD .05											0.56
.01											0.74
CV %											6.9
Armor	4359	0.0	0.0	3.3	14.0	24.3	33.3	14.3	9.4	1.5	5.75
Thunder	4360	0.0	1.3	0.0	2.8	13.7	24.6	34.9	20.0	2.9	6.59

* Seeded 4-6-79 in the greenhouse and transplanted to the field 6-20-79. Spaced 10-12 inches apart in 30" rows. Four replications. Plants clipped 9-8-79. Fall dormancy readings made 10-9-79.

** Fall dormancy scored 0-9: 0 = 18" or higher, 1 = 16"-18", 2 = 14"-16", 3 = 12"-14", 4 = 10"-12", 5 = 8"-10", 6 = 6"-8", 7 = 4"-6", 8 = 2"-4", 9 = 0"-2".

BILL OF SALE AND ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS that AGRIPRO BIOSCIENCES INC., a Delaware corporation (hereinafter referred to as "Seller"), pursuant to that certain Asset Purchase Agreement of even date herewith by and between Seller and AGR ACQUISITION CORPORATION, a Delaware corporation (hereinafter referred to as "Buyer") and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby grant, bargain, sell, assign, convey and deliver unto Buyer, all of Seller's right, title and interest in and to the plant varieties owned/registered by Seller and more particularly set forth on Exhibit A attached hereto for which PVP Certificates have been issued by or may be pending before the U. S. Department of Agriculture.

TO HAVE AND TO HOLD UNTO PURCHASER, its successors and assigns forever.

IN WITNESS WHEREOF, Seller has executed this Bill of Sale and Assignment as of the 30th day of June, 1994.

AGRIPRO BIOSCIENCES INC.

BY: W.A. Zama
Title: President

STATE OF KANSAS, COUNTY OF JOHNSON

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared W. A. ZAMA with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself to be the PRESIDENT of Agripro Biosciences Inc., the within named bargainor, a corporation, and that he as such PRESIDENT, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as PRESIDENT.

WITNESS my hand and Notarial Seal at office the day and year above written.

Alma M. Weaver
Notary Public

My Commission Expires:

June 22, 1998

ALMA M. WEAVER

NOTARY PUBLIC

STATE OF KANSAS

My Appt. Exp.

June 22, 1998

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AGR ACQUISITION CORPORATION", CHANGING ITS NAME FROM "AGR ACQUISITION CORPORATION" TO "AGRIPRO SEEDS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 1994, AT 4:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

SECRETARY OF STATE
AUTHENTICATION:

7169071

DATE:

07-01-94

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06/30/94 14:25

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ABI SHAWNEE MSN

002/002

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AGR ACQUISITION CORPORATION

AGR Acquisition Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: that the Board of Directors of said corporation, by the unanimous written consent of its members filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "ARTICLE I" so that, as amended, said Article shall be and read as follows:

"ARTICLE I

Name

The name of the corporation (hereinafter called the 'Corporation') is Agripro Seeds, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the sole shareholder of the corporation has given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said AGR Acquisition Corporation has caused this certificate to be signed by Gary T. Hancock, its President, and attested by Ann Steelman, its Secretary, this 30th day of June, 1994.

AGR ACQUISITION CORPORATION

BY: Gary T. Hancock
Gary T. Hancock, President

ATTEST:

BY: Ann Steelman
Ann Steelman, Secretary